

December 24, 2013

Ms. Elizabeth Murphy
Secretary
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549-1090

Re: Proposed Interagency Policy Statement Establishing Joint Standards for Assessing the Diversity Policies and Practices of Entities Regulated by the Agencies and Request for Comment (File No. S7-08-13)

Dear Ms. Murphy:

T. Rowe Price Group, Inc., on behalf of its regulated entity subsidiaries (“**T. Rowe Price**”), appreciates the opportunity to comment on the proposed interagency policy statement on standards for assessing the diversity policies and practices of financial services firms. T. Rowe Price is a global investment management organization that provides a broad array of investment management and related services to clients around the world, with \$647.2 billion in assets under management as of September 30, 2013. In addition to our comments outlined below, we support the views expressed by the Investment Company Institute (“**ICI**”) in its letter, dated December 20, 2013.

T. Rowe Price welcomes the dialogue related to diversity and inclusion. We believe diversity and inclusion is critical to our firm’s continued success and the overall health of the financial services industry. With offices in 12 countries around the world, and clients and additional constituents in many other jurisdictions, we are well aware of the benefits of a diverse and inclusive environment.

At T. Rowe Price, we see diversity and inclusion as a long-term, strategic business priority and part of our core values – central to our mission to help clients succeed. We support programs and practices that empower an inclusive environment for our associates. We have created a framework, sponsored by senior management, to support diversity and inclusion. Examples include a dedicated head of diversity and inclusion, formalized roundtable and oversight groups, community and recruiting partnerships, and talent management, education and training efforts. We believe that our clients and associates will be best served if we apply diverse talent, experience and points of view in a collaborative manner to identify and deliver the best possible solutions for them.

We are encouraged by the interagency proposal and the dialogue it will foster. We believe as regulated entities, and as part of the industry at large, the financial services community needs to be seeking answers to a number of questions, including

- How do we find diverse talent?
- How do we attract diverse talent to the industry?
- How do we develop and retain diverse talent?
- How do we encourage and maintain an inclusive culture?

Diversity and inclusion is a commitment. Although the interagency proposal helps to move the discussion forward, we do not believe the proposed standards will materially change behaviour. Also, we are not convinced that self-assessments will drive different results. However, the standards and self-assessments should, at a minimum, help firms evaluate their approach and encourage better awareness.

Consistent with one of the comments in the ICI's letter, we are concerned about the broad scope of public disclosures that may be contemplated by the proposal. Ensuring application of the standards remains flexible, and disclosures to relevant agencies or the public are voluntary, should help alleviate these concerns. For example, although we believe transparency related to a firm's diversity and inclusion practices can serve a useful purpose, we do not believe public sharing of certain metrics and demographics is appropriate. Such an approach detracts from the full breadth of diversity and inclusion efforts and puts the focus on benchmarks or specific targets. We agree that various evaluation metrics are important from an internal review perspective. However, we think requiring or encouraging public disclosure of those metrics sends the wrong message and is counterproductive to a firm's diversity and inclusion strategy. Therefore, we would not support such an approach. Further, we are unclear as to what is meant by "forecasts of potential employment and procurement opportunities...." Regardless of the exact intent, we are concerned about the endorsement of forecasts in this context. Forecasts are inherently subjective. We do not anticipate any value from disclosure of this information and, to the extent there is any such value, we believe it is far outweighed by the confusion, lack of clarity, and uneven comparisons that would follow.

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We appreciate your consideration of our views on this important topic. Please feel free to contact us if you have any questions or comments.

Sincerely,

David Oestreicher
Chief Legal Counsel
Chair, T. Rowe Price Diversity Advisory Council

Angela Roseboro
Head of Diversity and Inclusion